

## BYLAWS

### **1. Article I: Association Summary Description**

#### 1.1. Name and Location

This association shall be known as the Metro St. Louis Seniors Golf Association, Inc. and herein will be referred to as Metro Seniors. It is a not-for-profit recreational entity incorporated and registered in the State of Missouri.

#### 1.2. Purpose

The purpose of Metro Seniors is to promote participation in the sport of amateur senior golf, and to adhere to the rules of golf as defined by the United States Golf Association and/or Metro Seniors where applicable. Metro Seniors will schedule weekly golf tournaments and special events during the golf season. Metro Seniors shall encourage golf etiquette, good fellowship, and friendly competition between its members without regard to race, religion, gender, or national origin.

### **2. Article II: Membership**

#### 2.1. Requirements

2.1.1. Metro Seniors shall be composed of individuals who have reached their 55<sup>th</sup> birthday on or before any scheduled tournament in which they participate.

2.1.2. The membership shall be limited in number per division by the board as the board shall determine so that tournaments can be successfully accommodated by the golf courses scheduled by Metro Seniors.

2.1.3. Applications for membership shall be in writing or by electronic forms and be accompanied by payment for the annual dues within the prescribed time limits set by the board. The annual amount of dues shall be determined by the board prior to the opening of registration. At the end of each season, members shall be permitted to renew their membership before new applicants are accepted into membership.

2.1.4. New members may be accepted each year as openings occur. A new member's ID number will be assigned upon a paid application, and the division will be assigned by the membership committee.

2.1.5. The board may recommend the granting of an Honorary Life Membership to a member judged to deserve unique recognition through extraordinary service to

Metro Seniors. Approval of the Life Membership must be a vote of the board with a two-thirds (2/3) majority and a quorum present. An Honorary Life Member shall be exempt from paying the annual operating portion of the dues but shall pay the annual prize money portion on the dues.

2.1.6. Metro Seniors data resources, including but not limited to email lists, membership numbers, handicap lists and calculations, and results of all events and tournaments are proprietary. Metro Seniors members are granted a license for the use of these data resources for personal use only. Any reproduction or use of these data resources for non-personal, charitable, or commercial use including but not limited to promotion or solicitation for events or purposes not specifically authorized by Metro Seniors without the written permission of the executive committee of Metro Seniors may result in immediate revocation of the membership of that member

## 2.2. Membership Revocation/Suspension

Any membership may be revoked or suspended for cause under the following process:

2.2.1. The action must be recommended by the division vice president and submitted to the first vice president (FVP) in writing stating the infraction and any supporting information.

2.2.2. The FVP will promptly refer the matter to the tournament committee which can accept or reject the recommendation by majority vote. The member shall be given the opportunity to meet with the tournament committee.

## 2.3. Suspension and or Removal of an Officer

An officer may be suspended from their duties for cause upon a two-thirds (2/3) vote of the executive committee. Immediately thereafter, the executive committee shall refer the matter to the board and send a copy of the referral to the suspended officer. The board shall meet within ten (10) days after receiving the referral, or as soon thereafter as reasonably possible, at which meeting the suspended officer shall be invited to appear and present their defense. The board may restore the officer to their duties, remove the officer from office, and/or revoke the officer's membership in Metro Seniors.

### 3. Article III: Management and Duties of the Officers

#### 3.1. Divisions

The board is responsible for determining the number of Metro Seniors divisions and the rules for managing each division.

#### 3.2. Management

3.2.1. The management of Metro Seniors shall be vested in a board composed of officers, directors, and an executive committee, all of whom shall serve without compensation.

3.2.2. The officers of Metro Seniors shall consist of a president, first vice president, division vice presidents, treasurer, and a secretary. The officers shall be nominated by the board or general membership and are elected by the board.

3.2.3. There shall be an executive committee (EC) composed of the president, the first vice president, and a member-at-large who shall be elected by a majority vote of the board. The member-at-large is not an officer but is a voting member of the board. The EC shall act for and on behalf of the board when the board is not in session. The EC shall be accountable to the board for all its actions.

3.2.4. Directors shall consist of two (2) members from each division all elected by their division membership. Directors shall serve for two (2) years, and may nominate themselves for an additional term. One director from each division shall be elected in even numbered years and the other in odd numbered years. A director who transfers from one division to another or leaves the association before the expiration of their elected term shall be replaced by appointment. The president, after consultation with the relevant division VP, makes the appointment. Such replacement director shall be eligible to be elected at the end of that term.

3.2.5. Appointment of Committees: The board has the authority to enact or terminate any committee, either standing committee or special committee or project group, that may be formed to assist in management and operations of Metro Seniors. The board will assign the duties, requirements for operations and reporting, and range of authority to act for all committees. Committees may be assigned to report directly to the board without administrative control or involvement from the executive officers.

#### 3.3. Duties of the Officers

3.3.1. President:

The president shall serve as the executive head of Metro Seniors and shall preside at all meetings of the membership, board, and the executive committee. The president shall have the authority to call special meetings with reasonable notice given. Unless otherwise determined by the board, the president shall appoint all committee chairmen and assist in the selection of committee personnel. In the event of the inability or failure of an officer other than president to serve, the president may appoint a member to serve as such officer until the next meeting of the board.

3.3.2. First Vice President (FVP):

The FVP shall exercise the powers and authority and perform the duties of the president in the absence or disability of the president. The duties of the FVP shall include Chair of the Tournament Committee and leadership of the tournament schedules for Metro Seniors divisions 1-5, and 9. The FVP will be responsible for developing each year's schedules, itinerary of golf courses, and agreements with the courses, excluding Metro Plus and Special Events. Each year's tournament schedule for all Metro Seniors events shall be completed prior to the end of the preceding year.

3.3.3. Treasurer:

The Treasurer shall have custody of the funds and any related financial documents for Metro Seniors. The treasurer will be required to submit financial statements at each scheduled meeting of the board. The treasurer prepares annual financial statements reflecting the income and expenses, assets, and liabilities, and submits them to the audit committee. The treasurer with the approval of the board shall secure and maintain adequate liability insurance for the protection of Metro Seniors, the board and committee members. In the event of the inability or failure of the president and first vice president to serve, the treasurer shall call an emergency meeting of the board to elect another president.

3.3.4. Secretary:

The secretary shall take the minutes of all meetings, send information to all committee chairs and board members, and keep Metro Seniors records. Once approved, board meeting minutes shall be promptly posted to the Metro Seniors website. The secretary shall maintain the Bylaws and Articles of Incorporation. It will be a requirement that the secretary maintain a journal of all policy decisions of Metro Seniors ("Book of Resolutions"). This Journal shall be updated annually and reviewed periodically by the board and amended if needed. Additions and amendments can be made at any board meeting by vote provided a quorum is present.

3.3.5. Division Vice Presidents (DVP):

The primary duties of a DVP shall be to manage weekly golf tournaments for division members. DVP's are the primary communications channel between members, golf courses, and the board.

3.3.6. Metro Plus Vice President (MPVP):

The MPVP is the designated officer of the Metro Plus Division. The primary duties of the MPVP are to lead the MP tournament directors and the MP team in the execution of the scheduled golf tournaments for MP members. The MPVP shall negotiate, organize, and schedule the MP tournaments, but agreements shall not be effective unless and until they are approved by the executive committee.

**4. Article IV: Meetings**

- 4.1. The General Membership meetings shall be held twice each calendar year. The times and locations will be decided by the president. Notifications of such meetings will be sent to the membership at least thirty (30) days prior to the scheduled date of the meeting. A quorum of ten (10) percent of the membership is required to vote.
- 4.2. The board will meet in formal sessions to conduct the business of Metro Seniors a minimum of four times during the year. The president will establish the dates and times at the beginning of each year. The secretary will notify the members or attendees of these meetings. A quorum of the board will consist of at least 13 members, of which at least two (2) will be officers. Unless otherwise directed herein, all decisions by the board shall be by a majority vote. The presiding officer shall not cast a vote except in the case of a tie.
- 4.3. The president, or a majority of the executive committee, or 25% of the board may call an emergency board meeting to be held in-person or electronically. At least forty-eight hours advance notice must be provided to board members, including date, time, place, and subject(s) of the emergency board meeting.
- 4.4. The president or a two-thirds (2/3) majority of the executive committee (EC) may call a meeting of the EC. Meetings may be in person or by electronic means. A two-thirds (2/3) majority vote is required to act. Minutes of the meetings including votes will be documented for review by the board. Presiding member will be the member selected by two-thirds (2/3) vote of the EC.
- 4.5. Notifications regarding meetings, weekly tournaments, and special events shall be electronic, either by email to the members and/or posted on the Metro Seniors web

site. Email shall be sent to the email address designated by the member, and it shall be the responsibility of the member to notify Metro Seniors of any change to their designated email address.

## **5. Article V: Finances and Controls**

### 5.1. Finances

5.1.1. All financial records of Metro Seniors shall be open to inspection by any member through a written request to the treasurer. Such meeting shall be at the convenience of the treasurer. The treasurer's records shall be audited by the audit committee.

5.1.2. No funds shall be borrowed in the name of Metro Seniors at any time.

5.1.3. Only the president, first vice president or the treasurer may sign a check.

5.1.4. All officers and committee chairs may spend up to their previously approved budgeted amount without additional approval from the board. All expenses and reimbursements must be submitted consistent with policies and procedures of the audit committee.

5.1.5. All contracts must be submitted to the executive committee for approval and only a member of the executive committee may sign the contract.

5.1.6. Metro Seniors' fiscal year shall be the calendar year.

5.1.7. All board members shall serve without compensation but may be compensated for specific authorized services that are outside of and in addition to their director or officer responsibilities.

### 5.2. Audit Committee

There shall be an audit committee to assist the board in fulfilling its oversight responsibility with respect to the financial reporting, internal controls, and the audit process.

#### 5.2.1. Membership:

5.2.1.1. The audit committee shall consist of at least three and no more than five members. One member must be a current member of the board. The treasurer, officers, or committee chairs shall not serve on the audit committee.

5.2.1.2. All members of the committee shall be appointed by the board and may be removed by the board at any time by majority vote of the board.

5.2.1.3. Audit committee members shall serve three (3) year terms, or until their successors are elected, but shall not serve for a third consecutive term.

5.2.2.Meetings:

The audit committee will meet at least twice per year. A majority of the committee shall constitute a quorum for the transaction of business at any meeting thereof, and the act of a majority of the members of the committee present at any meeting at which a quorum is present shall be the act of the committee.

5.2.3.Duties:

5.2.3.1. The audit committee shall provide oversight to ensure that Metro Seniors has an adequate system of internal controls, procedures, processes, documentation, and that financial statements are properly prepared.

5.2.3.2. Review and make recommendations to the board with respect to retention of the internal or external auditor, and the audit functions.

5.2.3.3. Maintain minutes of committee meetings and report regularly to the board.

5.2.3.4. Attend to such other matters as the board may from time to time determine.

**6. Article VI: Conflicts of Interest**

6.1. The conflicts of interest policy will be reviewed and approved by the board at least annually.

6.2. Board members, officers, and all member volunteers in positions where possible material conflicts may exist must adhere to the policy and review and sign the policy at least annually and notify the board whenever their status would change.

6.3. The board will document issues and votes where conflicts arise to confirm that the policy is being followed.

**7. Article VII: Board Nominations and Elections**

7.1. Directors

- 7.1.1.A nominating committee composed of at least one member from each division shall be appointed by the president at least ninety (90) days before the Fall annual membership meeting. The president shall designate the chairperson of the committee.
- 7.1.2.Prior to October 1, the nominating committee shall present to the secretary a slate of candidates from each division to serve two years to replace the directors whose regular terms are expiring. Each candidate must be a Metro Seniors member for at least one season and must have agreed to accept the duties.
- 7.1.3.Additional names of candidates for division directors can be nominated by a request of at least two members in good standing of Metro Seniors. Such requests shall designate the division that the proposed candidate is in and will represent that the request shall be members of that division. Requestors shall be members of said division.
- 7.1.4.The names of all candidates shall be arranged on a ballot in alphabetical order.
- 7.1.5.The nominating committee shall send this ballot to all active members at least twenty (20) days before the fall general membership meeting. The ballot shall be marked in accordance with instructions on the ballot and returned to the nominating chairman within ten (10) days of the date of the ballot.
- 7.1.6.Winners of the elections will be announced at the next board meeting
- 7.1.7.Any director vacancy occurring on the board between elections shall be filled by appointment by the president, after consultation with the associated DVP, from the membership of that division. The appointee shall serve the remaining term of the vacancy.
- 7.1.8.Installation of directors shall take place at the first meeting of the calendar year and posted on the Metro Seniors website.
- 7.1.9.In the event new divisions are added to Metro Seniors, two directors will be elected for that division when formed under the election procedures noted above. The nominating committee shall designate the term of the office that each candidate is nominated for, either one or two years.

## 7.2. Officers

- 7.2.1.The nominating committee will seek candidates for officers starting in even numbered years.



7.2.2. The treasurer, secretary, and division vice presidents term is two (2) years or until their successor is elected. Formal elections for each of these positions will take place at the Fall board meeting in the odd numbered year by majority vote.

7.2.3. The president's term is two (2) years or until their successor is elected.

7.2.4. The first vice president term is two (2) years or until their successor is elected and automatically succeeds the president.

7.2.5. Nominations for first vice president, treasurer, secretary, and division vice presidents must be received by the nominating committee by October 1st in odd numbered years. If several candidates are nominated, a ballot will be prepared in alphabetic order for the elections.

7.2.6. Any member in good standing may submit a nomination for these positions in the same manner as described for in the division directors.

7.2.7. The nominating committee shall prepare list of all candidates for each position and send them to the current board members for their review.

7.2.8. A ballot shall be prepared and distributed to all current board members for election at the fall board meeting.

7.2.9. The results will be announced before the end of the board meeting and posted on the Metro Seniors website.

### 7.3. Executive Committee – Member-at-Large (MAL)

The MAL shall be elected by the board to the board and the executive committee and serve a two-year term or until their successor is elected. The MAL should be the immediate past president, or another individual nominated by the board. Nominees should have served in a leadership or management role in Metro Seniors, or have significant history with and knowledge of the functioning of Metro Seniors. The MAL is a full voting member of the board and executive committee but is not an officer of Metro Seniors. The MAL may serve as a committee chair, or on special programs or projects as requested by the president.

## **8. Article VIII: Bylaws, Amendments, and Dissolution**

### 8.1. Bylaws

A decision of the board shall be final upon all questions of construction or interpretations of these bylaws. Should any necessity arise for action not covered by an appropriate bylaw, it shall

be the duty of the board to pass upon the subject and its decision shall be final and binding on the association.

## 8.2. Amendments

8.2.1. All proposed changes to the Bylaws must first be submitted to an ad hoc bylaws review committee formed by the board for review and drafting. The committee will present their recommendation to the board. Board members shall be informed in writing at least thirty (30) days prior to the ratification meeting. A two-thirds (2/3) majority vote of the members attending the meeting provided a quorum is present, shall be required for adoption.

8.2.2. Amendments must be ratified by a majority vote of the membership at the next general or special called meeting before becoming effective. These amendments must be submitted in writing ten (10) days prior to the meeting and must have a quorum of the membership present before voting.

## 8.3. Dissolution

8.3.1. The association may be dissolved by means of a resolution by the board. A two-thirds (2/3) majority vote of the entire board is required. Proxy voting in this matter is acceptable.

8.3.2. In the event of a dissolution of Metro Seniors, written notice must be sent to all the membership within thirty (30) days following the decision of the board to dissolve.

8.3.3. In the event of dissolution of Metro Seniors, all dues received for the next golf season shall be returned to each payer and after all expenses are paid, the balance of the funds held in the bank accounts of Metro Seniors will be given to a charitable organization that will be designated by the board at the time of dissolution.